

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111
415/398-4510 FAX 415/398-4816

VIA AIR COURIER

July 31, 1996

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
Department of Transportation
12th and Constitution Avenue, N.W.
Washington, DC 20423

RECORDATION NO. 20222 FILED 1425

AUG 1 9 1996 - 1 35 PM

INTERSTATE COMMERCE COMMISSION

AUG 19 1 27 PM '96

RECEIVED
SURFACE TRANSPORTATION
BOARD

Dear Mr. Williams:

Enclosed are two (2) originals of the Memorandum of Lease of Railroad Equipment dated as of March 4, 1996 between the following parties:

Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Lessee: Railtex, Inc.
4040 Broadway, Suite 200
San Antonio, TX 78209

The equipment involved in this transaction is as follows:

Equipment: Three hundred (300) all steel gondolas (See Schedule A attached for reporting mark & numbers.)

Please file this agreement as a primary document. The filing fee of \$21.00 is enclosed.

Sincerely,



Chris Dilley
Administrative Assistant

/cpd

Enclosure

rts011.00

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COMMISSION

The Lease and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor. Lessee has granted a security interest unto Lessor in and to any and all Payments, as such term is defined in the Lease, including, without limitation, any and all rent and other Payments pursuant to any sublease of the Units. In the Event of Default, as such term is defined in the Lease, Lessee assigns any and all subleases to Lessor.

LESSOR

LESSEE

RAILTEX, INC.

By: [Signature]

Print Name: EDWIN E ELLIS

Its: GENERAL MANAGER FLEET

SCHEDULE A

To the Memorandum of Per Diem Lease Agreement dated as of March 4, 1996 between Helm Financial Corporation and Railtex, Inc.

THE UNITS

Equipment Description:

Three hundred (300), 52'6", 2,744 cubic foot, 286,000 lbs. gross weight capacity, all steel gondolas with fixed ends and 5'6" high sides.

Unit Numbers:

DGNO 1001 - 1100

CBNS 1101 - 1200

GSWR 1201 - 1300

cm

STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On May 1, 1996, before me, Chris Dille personally
appeared Richard C. Kirchner, President of HELM FINANCIAL CORPORATION,

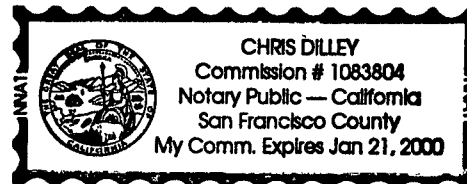
X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s)
whose name(s) is/are subscribed to the within instrument and acknowledged
to me that he/she/they executed the same in his/her/their authorized
capacity(ies), and that by his/her/their signature(s) on the instrument
the person(s), or the entity upon behalf of which the person(s) acted,
executed the instrument.

Witness my hand and official seal.

Chris Dille
SIGNATURE OF THE NOTARY

[Notarial Seal]



STATE OF TEXAS)
) S.S.
COUNTY OF BEXAR)

On May 7, 1996, before me, STELLA V. CORTES personally
appeared EDWIN E. ELLIS, GENERAL MGR., FLEET of RAILTEX, INC.,

✓ personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s)
whose name(s) is/are subscribed to the within instrument and acknowledged
to me that he/she/they executed the same in his/her/their authorized
capacity(ies), and that by his/her/their signature(s) on the instrument
the person(s), or the entity upon behalf of which the person(s) acted,
executed the instrument.

Witness my hand and official seal.

Stella V. Cortes
SIGNATURE OF THE NOTARY

[Notarial Seal]

CM